

Hearing Date and Time: April 30, 2008 at 10:00 a.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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NOTICE OF FILING OF REVISED PROPOSED ORDER RELATING TO
KETTERING SALE MOTION (DOCKET NO. 13028)

1. On March 7, 2008, the Debtors filed the Expedited Motion For Orders Under 11 U.S.C. §§ 363 And 1146 And Fed. R. Bankr. P. 2002, 6004, And 9014 (a) (i) Approving Bidding Procedures, (ii) Granting Certain Bid Protections, (iii) Approving Form And Manner Of Sale Notices, And (iv) Setting Sale Hearing Date And (b) Authorizing And Approving (i) Sale By Delphi Automotive Systems LLC Of Certain Machinery, Equipment, And Inventory Primarily Used In DAS LLC's Kettering Damper Business Free And Clear Of Liens And (ii) Entry Into Lease Agreement In Connection Therewith (Docket No. 13028) (the "Motion").

2. A proposed order authorizing and approving the sale was attached to the Motion as Exhibit C (the "Sale Approval Order"). Since filing the Motion, the Debtors have negotiated with Tenneco Automotive Operating Company, Inc., the purchaser, certain revisions to the Sale Approval Order and will submit for the Court's consideration at the April 30 hearing on the Motion, the revised Sale Approval Order substantially in the form of Exhibit 1 attached hereto. In addition, a form of the Sale Approval Order marked to show changes from the proposed order filed with the Motion is attached hereto as Exhibit 2.

Dated: New York, New York
April 29, 2008

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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